

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

CANDY M. SOUSA, on behalf of herself)
and all others similarly situated,)

Plaintiff,)

v.)

Civil Action No. 3:04-CV-30022 (MAP)

WAVE SYSTEMS CORPORATION,)
JOHN E. BAGALAY, JR., STEVEN K.)
SPRAGUE, and GERARD T. FEENEY,)

Defendants.)

YOSEF STREICHER, on behalf of himself)
and all others similarly situated,)

Plaintiff,)

v.)

Civil Action No. 3:04-CV-30026 (MAP)

WAVE SYSTEMS CORPORATION,)
JOHN E. BAGALAY, JR., STEVEN K.)
SPRAGUE, and GERARD T. FEENEY,)

Defendants.)

[Captions continued on next page]

**DECLARATION OF DAVID PASTOR IN SUPPORT OF MOTION OF
THE BRUMBAUGH PLAINTIFF GROUP TO CONSOLIDATE ACTIONS,
TO BE APPOINTED LEAD PLAINTIFFS AND FOR APPROVAL OF
LEAD PLAINTIFFS' SELECTION OF LEAD COUNSEL AND LIAISON COUNSEL**

RAFAT DAWOD, individually and on)
behalf of all others similarly situated,)

Plaintiff,)

v.)

Civil Action No. 3:04-CV-30029 (MAP)

WAVE SYSTEMS CORPORATION,)
STEVEN K. SPRAGUE, and GERARD T.)
FEENEY,)

Defendants.)

ALVIN CHESS, individually and on behalf)
all others similarly situated,)

Plaintiff,)

v.)

Civil Action No. 3:04-CV-30037 (MAP)

WAVE SYSTEMS CORPORATION,)
STEVEN K. SPRAGUE, and GERARD T.)
FEENEY,)

Defendants.)

MICHAEL VICKER, on behalf of himself)
and all others similarly situated,)

Plaintiff,)

v.)

Civil Action No. 3:04-CV-30040 (MAP)

WAVE SYSTEMS CORPORATION,)
JOHN E. BAGALAY, JR., STEVEN K.)
SPRAGUE, and GERARD T. FEENEY,)

Defendants.)

[Captions continued on next page]

H. MARTIN BOHMAN, individually and)
on behalf of all others similarly situated,)

Plaintiff,)

v.)

Civil Action No. 3:04-CV-30041 (MAP)

WAVE SYSTEMS CORPORATION,)
STEVEN K. SPRAGUE, and GERARD T.)
FEENEY,)

Defendants.)

JIMMY SUO, on behalf of himself and all)
others similarly situated,)

Plaintiff,)

v.)

Civil Action No. 3:04-CV-30042 (MAP)

WAVE SYSTEMS CORPORATION,)
STEVEN K. SPRAGUE, and GERARD T.)
FEENEY,)

Defendants.)

JACK SCHULMAN, individually and on)
behalf of all others similarly situated,)

Plaintiff,)

v.)

Civil Action No. 3:04-CV-30043 (MAP)

WAVE SYSTEMS CORPORATION,)
STEVEN K. SPRAGUE, and GERARD T.)
FEENEY,)

Defendants.)

David Pastor, declares under penalty of perjury this 2nd day of April, 2004:

1. I am an attorney at and a member of the law firm of Gilman and Pastor, LLP. I submit this declaration in support of the motion of Anne Brumbaugh, Gary L. Harmon and Randy K. Griffin (collectively, the “Brumbaugh Plaintiff Group”) to consolidate actions, for the appointment of lead plaintiffs and for approval of lead plaintiffs’ selection of lead counsel and liaison counsel.

2. Attached hereto as Exhibit A are true and correct copies of the signed certifications of class members the Brumbaugh Plaintiff Group pursuant to the requirements of the Private Securities Litigation Reform Act of 1995. 15 U.S.C. § 78u-4(a)(2).

3. Attached hereto as Exhibit B is a true and correct copy of the notice to class members concerning the first-filed action that was published in the February 2, 2004 edition of *Barron’s* that was disseminated to the public on January 31, 2004, advising the public of the pendency of a class action filed on behalf of shareholders of Wave Systems Corporation (“Wave Systems”).

4. Attached hereto as Exhibit C is a true and correct copy of a chart of the Brumbaugh Plaintiff Group’s transactions in Wave Systems securities and approximate losses.

5. Attached hereto as Exhibit D is a true and correct copy of the Joint Declaration In Support of the Brumbaugh Plaintiff Group’s Motion To Consolidate Actions, To Be Appointed Lead Plaintiffs and For Approval of Lead Plaintiffs’ Selection of Lead Counsel and Liaison Counsel.

6. Attached hereto as Exhibit E is a true and correct copy of the firm biography for Schiffrin & Barroway, LLP, the law firm seeking the Court’s approval as lead counsel.

7. Attached hereto as Exhibit F is a true and correct copy of the firm biography for Gilman and Pastor, LLP, the law firm seeking the Court's approval as liaison counsel.

I hereby declare under penalty of perjury that the foregoing is true and correct.

/s/David Pastor

DAVID PASTOR